

**United States Bankruptcy Court**  
**Eastern District of Virginia**

In re AIROCARE, INC,  
 Debtor

Case No. 10-14519-RGM

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	14	21,360,578.27		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,014,647.56	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		204,349.23	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		6,754,917.93	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		33			
Total Assets			21,360,578.27		
Total Liabilities				7,973,914.72	

**United States Bankruptcy Court**  
**Eastern District of Virginia**

In re AIROCARE, INC,  
 Debtor

Case No. 10-14519-RGM

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re      AIROCARE, INC

Case No.      10-14519-RGM

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		BB&T - checking account no. 0005153816869	-	0.00
		Wells Fargo/Wachovia checking account no. 2000045224852	-	2,671.53
		BB&T - Healthcare Reimbursement Account # 0005156293883	-	0.00
		Wells Fargo # 8378530458	-	750.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		EMF Properties, LLC	-	2,181.20
		EMF Properties, LLC	-	3,800.00
		Regus Management	-	1,800.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total > 11,202.73  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Loan Receivable - William Chambers	-	97,858.46
		Loan Receivable - Terry Woodbridge	-	26,019.44
		General Accounts Receivable See Attachment B-16	-	15,897.00
		Trust Agreement Reimbursements See Attachment B-16	-	525,000.00
		Advance to Robert McDonald	-	58,200.00
		SafeSpace, Inc. - License Agreement	-	75,000.00
		Royalty payment due from Hussman, Inc.	-	125,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			

Sub-Total > 922,974.90  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		See Attachment B-22	-	20,000,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attachment B-28	-	59,298.64
29. Machinery, fixtures, equipment, and supplies used in business.		See Attachment B-28	-	42,858.52

Sub-Total > 20,102,157.16  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
30. Inventory.		See Attachment B-30	-	Unknown
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid Expenses See Attachment B-35	-	6,250.00
		Counterclaim against Key Electronics, Inc.	-	150,993.48
		Products Liability Claim against PTI Manufacturing	-	167,000.00

Sub-Total >	324,243.48
(Total of this page)	
Total >	21,360,578.27

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached  
to the Schedule of Personal Property

1:21 PM  
05/24/10

**AIROCARE, INC.**  
**Open Invoices**  
As of May 24, 2010

Type	Date	Num	P. O. #	Terms	Due Date	Class	Aging	Open Balance
<b>SafeSpace, Inc.</b>								
Invoice	11/5/2009	C003		Due on r...	11/5/2009	Admin-MD	200	15,865.00
Total SafeSpace, Inc								15,865.00
<b>S&amp;S Refrigeration Co.</b>								
Invoice	5/12/2009	C001			5/12/2009	NC-Ops	377	170.50
Total S&S Refrigeration Co.								170.50
<b>Branch Branking &amp; Trust</b>								
General Journal	3/31/2009	03-7				Admin-MD		13.02
General Journal	5/12/2009	05-4				Admin-MD		-13.02
Total Branch Branking & Trust								0.00
<b>Trino Packing &amp; Cold Storage</b>								
Invoice	7/10/2006	tpc-002		Due on r...	7/10/2006	Sales-CA	1414	1,250.00
Total Trino Packing & Cold Storage								1,250.00



Trust Agreement Reimbursement

Bill McDonald           \$ 105,000.00

Bill Chambers           \$ 105,000.00

Stu Rutchik             \$ 105,000.00

Terry Woodbridge       \$ 105,000.00

Jack Prouty             \$ 105,000.00

          \$ 525,000.00

## Patents

U.S. Patent #6,503,547, Method for Diffusing Ozone in a Closed Environment  
U.S. Patent Application, Apparatus and Method for Sanitizing Air and Spaces, filed in the U.S. Patent and Trademark office ("USPTO") on November 30, 2005  
Provisional Application, Zero Yield Reactor, filed with the USPTO on February 15, 2007  
AIR.001 - U.S. Patent Application serial number 11/289,363 - application is pending. First Office Action issued on June 17, 2009, with a response due by September 17, 2009  
AIR.004 - U.S. Patent Application serial number 12/032,398 - application is pending. It is estimated that we will receive a first Office Action within 12 months  
AIR.008 - Provisional application filed. Converted to non-provisional application as docket AIR.001CIP  
AIR.001CIP - U.S. Patent Application serial number 12/453,276 - application is pending. It is estimated that we will receive a first Office Action within 29 months  
AIR.001JP - Japanese Patent application number 2008-543-266  
AIR.001CA - Canadian Patent application number 2631499  
AIR.001EU - European Patent application number 067883520  
AIR.001CH - Chinese Patent application number 2006-80501085  
AIR.001IN - India Patent application number 4634/DELNP/2008  
AIR.001RK - Korean Patent application number 2008-7015820

**AIROCARE, INC.**  
**Fixed Asset Report as YTD**

Type	Acq. Date	Num	Name	Memo	Amount	Asset Life	Monthly Depr.	Months Depr.	Current Yr Depr.	Total Depr.	Current Book Value
<b>15010 - Vehicles</b>							9/15/2008				
Bill	05/11/2005	Inv 01E35705444	Wholesale Equipment of Fresno	Fork - lift unit	0.00	84	-	40	-	-	-
Bill	05/12/2005	VIN1FTRE1241YHA28929	Royal Motors	Van for Fresno	0.00	60	-	40	-	-	-
Total 15010 - Vehicles					<u>0.00</u>						
<b>TOTAL</b>					<u>0.00</u>						
<b>15020 - Computer Equipment</b>											
Check	03/01/2004	1004	Terry Woodbridge	Laptop - NC Facility (TOW)	2,031.57	60	33.86	-1250	(42,326.13)	(42,326.13)	44,357.70
Check	03/22/2004	Bankcard	Tiger Direct	Computers - North Carolina	3,549.99	60	59.17	-1251	(74,005.89)	(74,005.89)	77,555.88
Check	04/04/2004	Bankcard	Staples	HP All In One	319.48	60	5.32	-1251	(6,656.03)	(6,656.03)	6,975.51
Bill	04/14/2004		Terry Woodbridge	CompUSA	1,134.09	60	18.90	-1251	(23,652.72)	(23,652.72)	24,786.81
Check	04/16/2004	Bankcard	PC Mall	Sales - G Handley Laptop	1,208.39	60	20.14	-1252	(25,205.88)	(25,205.88)	26,414.27
Check	04/30/2004	Bankcard	Office Depot	HP A400N computer	524.02	60	8.73	-1252	(10,929.96)	(10,929.96)	11,453.98
Check	05/10/2004	Bankcard	Circuit City Stores	Computer - Maryland	839.85	60	14.00	-1252	(17,532.67)	(17,532.67)	18,372.52
Check	05/16/2004	Bankcard	Office Depot	PC/Monitor/Printer - TOC	399.43	60	6.66	-1253	(8,341.87)	(8,341.87)	8,741.30
Check	06/02/2004	Bankcard	Staples	Hard Drive for TOC Server	599.37	60	9.99	-1253	(12,518.14)	(12,518.14)	13,117.51
Check	06/15/2004	Bankcard	Bank of America	Laptop for Jack Prouty	2,173.37	60	36.22	-1254	(45,401.77)	(45,401.77)	47,575.14
Bill	12/28/2004	S12193200101	PC Mall	Laptop Ser# SY4081079Q	899.00	60	14.98	-1260	(18,873.80)	(18,873.80)	19,772.80
Bill	12/28/2004	S12212400101	PC Mall	Bookkeeper computer SMXK44104ST	550.14	60	9.17	-1260	(11,553.59)	(11,553.59)	12,103.73
Bill	12/28/2004	S12212400101	PC Mall	Bookkeeper monitor WCCE4311191	306.93	60	5.12	-1260	(6,450.86)	(6,450.86)	6,757.79
Bill	12/28/2004	S12212400101	PC Mall	Monitor WCCE4311223	306.93	60	5.12	-1260	(6,450.86)	(6,450.86)	6,757.79
Bill	01/12/2005	S12818640101	PC Mall	Poss??? S119 cel-M1.5 256/combo & I	0.00	60	-	-1260	-	-	-
Bill	02/03/2005	S13506480101	PC Mall	Dan??? Toshiba Tecra	0.00	60	-	-1261	-	-	-
Bill	02/03/2005	S13506480101	PC Mall	Dan??? DDR Sodimm 33MHZ	0.00	60	-	-1261	-	-	-
Check	03/11/2005	WIRE	Dell Catalog Sales	Server - Maryland Office	1,377.61	60	22.96	-1262	(28,983.94)	(28,983.94)	30,361.55
Check	03/18/2005	WIRE	PC Warehouse	Pay 1 of 2 on 2 - acer laptops for Andy :	1,600.00	60	26.67	-1263	(33,673.54)	(33,673.54)	35,273.54
Check	03/22/2005	WIRE	PC Warehouse	Pay 2 of 2 on 2 - acer laptops for Andy :	2,054.05	60	34.23	-1263	(43,223.36)	(43,223.36)	45,277.41
Bill	05/16/2005	s16765920101	PC Mall	Computer Monitor	185.38	60	3.09	-1265	(3,907.41)	(3,907.41)	4,092.79
Bill	05/20/2005	s16941580101	PC Mall	Computer Monitors (2)	393.01	60	6.55	-1265	(8,283.57)	(8,283.57)	8,676.58
Bill	05/25/2005	s17008840101	PC Mall	Fresno - Cybitron BTO	1,981.34	60	33.02	-1265	(41,764.80)	(41,764.80)	43,746.14
Bill	06/07/2005	s17315060101	PC Mall	Lee??? Laptop & Office Professional 2C	0.00	60	-	-1265	-	-	-
Check	09/02/2005	VS DT	Global Computers	Prouty Laptop	1,800.00	60	30.00	-1268	(38,042.00)	(38,042.00)	39,842.00
Check	09/16/2005	VS DT	PC Warehouse	Mark Brown Laptop	1,606.07	60	26.77	-1269	(33,958.64)	(33,958.64)	35,564.71
Bill	04/11/2006	s25589690101	PC Mall	Andrew Yi	1,618.94	60	26.98	-1275	(34,409.39)	(34,409.39)	36,028.33
Bill	04/11/2006	s25527260101	PC Mall	Gabriel A	1,516.80	60	25.28	-1275	(32,241.27)	(32,241.27)	33,758.07
Bill	04/28/2006	s26071640101	PC Mall	Tim Miles	1,319.39	60	21.99	-1276	(28,057.77)	(28,057.77)	29,377.16
Check	05/18/2006	VS DT	Tiger Direct	Hyundai N91S 19" Monitor	199.99	60	3.33	-1277	(4,251.08)	(4,251.08)	4,451.07
Check	05/25/2006	VS DT	Tiger Direct	Dell Optiplex CPU	235.49	60	3.92	-1277	(5,005.19)	(5,005.19)	5,240.68
Bill	06/07/2006		Tiger Direct	Monitor	264.99	60	4.42	-1279	(5,654.21)	(5,654.21)	5,919.20
Bill	02/06/2007	Terry's CC Printer	Max	Epa Printer	1,444.32	60	24.07	-1285	(30,934.76)	(30,934.76)	32,379.08
Bill	02/26/2007	Terry's CC	Dell Catalog Sales	Terry's CC	1,852.92	60	30.88	-1286	(39,707.56)	(39,707.56)	41,560.48
Bill	06/07/2007	Dell Server Storage	Terry Woodbridge	Dell Server Storage	491.83	60	8.20	-1289	(10,571.71)	(10,571.71)	11,063.54
Bill	11/30/2007	8-31-07 to 9-25-07	Robert D. McDonald	22" Widescreen Window Monitor	349.99	60	5.83	-1295	(7,549.85)	(7,549.85)	7,899.84
Total 15020 - Computer Equipment					<u>35,134.68</u>						
<b>TOTAL</b>					<u>35,134.68</u>						
<b>15025 - Office Equipment</b>											
Check	04/12/2004	Bankcard	Yahoo	Wire Binding System - Maryland Office	809.00	60	13.48	-1251	(16,868.87)	(16,868.87)	17,677.87

**AIROCARE, INC.**  
**Fixed Asset Report as YTD**

Type	Acq. Date	Num	Name	Memo	Amount	Asset Life	Monthly Depr. 9/15/2008	Months Depr.	Current Yr Depr.	Total Depr.	Current Book Value
Check	10/27/2004	Bankcard	Staples	Printer for TOC (non-fax)	777.15	60	12.95	-1258	(16,289.81)	(16,289.81)	17,066.96
Check	01/06/2005	WIRE	eCOST.com	TDP-S20U Toshiba Projector	867.78	84	10.33	-1260	(13,017.87)	(13,017.87)	13,885.65
Bill	05/31/2005	55147	National Design Group, inc (NDGI)	install & program Polycom Speakerphone	310.00	84	3.69	-1265	(4,667.85)	(4,667.85)	4,977.85
Bill	02/02/2007	Bill's CC	WWW.Newegg.com	projector	691.22	84	8.23	-1285	(10,576.10)	(10,576.10)	11,267.32
Bill	02/05/2007	Bill's CC	Super Warehouse	Scanner	902.93	60	15.05	-1285	(19,341.76)	(19,341.76)	20,244.69
Bill	02/05/2007	Epson Scanner	Super Warehouse	Stu's CC	881.98	60	14.70	-1285	(18,891.95)	(18,891.95)	19,773.93
Bill	11/30/2007	#49	Robert D. McDonald	TomTom One 3rd Edition	262.49	60	4.37	-1295	(5,659.15)	(5,659.15)	5,921.64
Bill	11/30/2007	#49	Robert D. McDonald	Sprint - Palm Treo 755P w/ 1GB Memory	387.43	60	6.46	-1295	(8,365.70)	(8,365.70)	8,753.13
Bill	01/03/2008	Kirk's CC	Staples	Brother copier/scanner	299.98	60	5.00	-1296	(6,480.50)	(6,480.50)	6,780.48
Total 15025 - Office Equipment					<u>6,189.96</u>						
<b>TOTAL</b>					<u><b>6,189.96</b></u>						
<b>15030 - Furniture</b>											
Check	03/16/2004	1014	Thrifty Office Furniture	File Cabinets, Conference table, Chairs	2,059.00	60	34.32	-1251	(42,918.30)	(42,918.30)	44,977.30
Check	04/01/2004	Bankcard	Bank of America	Shelving Units	428.59	60	7.14	-1251	(8,932.38)	(8,932.38)	9,360.97
Check	04/02/2004	1001	Thrifty Office Furniture	Tech Ops Center	1,708.79	60	28.48	-1251	(35,630.38)	(35,630.38)	37,339.17
Check	04/13/2004	Bankcard	Office Depot	North Carolina	834.50	60	13.91	-1251	(17,407.44)	(17,407.44)	18,241.94
Check	06/04/2004	1006	EMF Properties	Signage	1,181.24	36	32.81	-1253	(41,115.30)	(41,115.30)	42,296.54
Check	05/19/2005	WIRE	Office Depot	Bow-front desk shell	229.99	60	3.83	-1265	(4,843.55)	(4,843.55)	5,073.54
Check	05/19/2005	WIRE	Office Depot	Components return bridge	147.99	60	2.47	-1265	(3,123.64)	(3,123.64)	3,271.63
Check	08/26/2005	WIRE	Office Depot	reception gallery	209.99	60	3.50	-1268	(4,437.53)	(4,437.53)	4,647.52
Check	08/26/2005	WIRE	Office Depot	manager's desk	219.99	60	3.67	-1268	(4,653.07)	(4,653.07)	4,873.05
Check	08/26/2005	WIRE	Office Depot	3-drawer pedestal	169.99	60	2.83	-1268	(3,588.06)	(3,588.06)	3,758.05
Check	08/26/2005	WIRE	Office Depot	Return bridge	166.49	60	2.77	-1268	(3,511.99)	(3,511.99)	3,678.48
Check	04/25/2006	VS DT	Thrifty Office Furniture	File Cabinets for Rockville Office	362.73	60	6.05	-1276	(7,718.79)	(7,718.79)	8,081.52
Bill	04/27/2006	11584	Thrifty Office Furniture	2 - hanging box file with locking pedal -	250.00	60	4.17	-1276	(5,320.50)	(5,320.50)	5,570.50
Bill	05/09/2006	11639	Thrifty Office Furniture	Conference Table w/ 2 chairs	517.88	60	8.63	-1276	(11,014.47)	(11,014.47)	11,532.35
Bill	05/31/2006	11743	Thrifty Office Furniture	1 - putty storage cabinet	199.00	60	3.32	-1277	(4,239.64)	(4,239.64)	4,438.64
Bill	06/16/2006	11904	Thrifty Office Furniture	4 - Stack chairs Navy	192.60	60	3.21	-1278	(4,100.88)	(4,100.88)	4,293.48
Bill	06/16/2006	11892	Thrifty Office Furniture	2 - used 2 drawer lateral file	178.00	60	2.97	-1278	(3,794.27)	(3,794.27)	3,972.27
Total 15030 - Furniture					<u>9,056.77</u>						
<b>TOTAL</b>					<u><b>9,056.77</b></u>						
<b>15040 - Software</b>											

**AIROCARE, INC.**  
**Fixed Asset Report as YTD**

Type	Acq. Date	Num	Name	Memo	Amount	Asset Life	Monthly Depr.	Months Depr.	Current Yr Depr.	Total Depr.	Current Book Value
							9/15/2008				
Bill	02/13/2004		Stuart Rutchik, Expenses	Quickbooks Software	440.99	36	12.25	-1249	440.99	440.99	-
Check	03/29/2004	Bankcard	CompUSA	Office, XP for MD Computers	844.39	36	23.46	-1251	844.39	844.39	-
Check	03/30/2004	Bankcard	CompUSA	MS WIN XP and OFFICE - MD	548.30	36	15.23	-1251	548.30	548.30	-
Check	05/28/2004	Bankcard	Green Bow	VPN Software	426.30	36	11.84	-1253	426.30	426.30	-
Bill	02/21/2005	2005-02-23	PC Mail	for Chad Repass	379.98	36	10.56	-1262	379.98	379.98	-
Bill	05/20/2005	s16948770101	PC Mail	Autocad LT 2006 FS US Win-CD	813.27	36	22.59	-1265	(28,568.82)	(28,568.82)	29,382.09
Bill	04/03/2008		Bath Iron Works Video Suite		2,374.00						
Bill	10/09/2007	Q3BNEA0DDQFF	Avatech Solutions, Inc.	Autodesk Inventor Suite 2008 XG from .	1,995.00	36	55.42	-1293	(71,674.69)	(71,674.69)	73,669.69
Bill	10/09/2007	Q3BNEA0DDQFF	Avatech Solutions, Inc.	Inventor Suite 2008 Subscription (1 yea	1,095.00	36	30.42	-1293	(39,342.19)	(39,342.19)	40,437.19
Total 15040 - Software					<u>8,917.23</u>						
<b>TOTAL</b>					<u><u>8,917.23</u></u>						
<b>15050 - Warehouse Equipment</b>											
Bill	04/14/2004		Terry Woodbridge	Home Depot	1,193.64	84	14.21	-1251	(17,783.34)	(17,783.34)	18,976.98
Bill	05/07/2004		Aeroqual	Series 300 Monitoring Unit	540.92	84	6.44	-1252	(8,064.38)	(8,064.38)	8,605.30
Bill	05/07/2004		Aeroqual	Series 900 Monitoring Unit	767.84	84	9.14	-1252	(11,445.41)	(11,445.41)	12,213.25
Bill	05/07/2004		Aeroqual	Series 500 Monitoring Unit	701.06	84	8.35	-1252	(10,456.15)	(10,456.15)	11,157.21
Check	05/13/2004	1004	Grainger	Pallet Jack	497.01	84	5.92	-1252	(7,414.41)	(7,414.41)	7,911.42
Check	06/01/2004	Bankcard	Tiger Direct	Bar coding system - TOC	1,051.11	84	12.63	-1253	(15,825.81)	(15,825.81)	16,886.92
Check	06/17/2004	1010	Grainger	Job Box for travel/shipping tools	0.00	84	-	-1254	-	-	-
Check	06/22/2004	Bankcard	Cherry's Industrial Equipment Compar	SWIFT Lift for warehouse	4,720.00	84	56.19	-1254	(70,447.28)	(70,447.28)	75,167.28
Check	08/05/2004	Wire	Aeroqual	Series 300 - 3 units	1,720.79	84	20.49	-1255	(25,718.37)	(25,718.37)	27,439.16
Check	09/08/2004	Bankcard	Aeroqual	Series 500 - 2 units	1,506.91	84	17.94	-1256	(22,537.42)	(22,537.42)	24,044.33
Bill	10/07/2004	1005TOC & 1006TOC	Aeroqual	Series 500	744.45	84	8.86	-1257	(11,139.09)	(11,139.09)	11,883.54
Bill	10/28/2004	003-487036-0	Grainger	Unit for testing CFM Output	329.03	84	3.92	-1258	(4,931.10)	(4,931.10)	5,260.13
Bill	11/03/2004	AQL0073	Aeroqual	R1000 PLC Complete	1,372.15	84	16.34	-1258	(20,557.35)	(20,557.35)	21,929.50
Bill	11/03/2004	AQL0073	Aeroqual	R1000 Extension modules	122.20	84	1.45	-1258	(1,824.25)	(1,824.25)	1,946.45
Bill	11/03/2004	AQL0073	Aeroqual	R1000 Analogue I/O Module	596.70	84	7.10	-1258	(8,932.51)	(8,932.51)	9,529.21
Bill	11/03/2004	AQL0073	Aeroqual	Relay Output Modules	426.40	84	5.08	-1258	(6,391.15)	(6,391.15)	6,817.55
Bill	11/03/2004	AQL0073	Aeroqual	Series 900 (6 units)	2,441.40	84	29.06	-1258	(36,560.39)	(36,560.39)	39,001.79
Bill	11/03/2004	AQL0073	Aeroqual	Series 900 IP41 & NEMA	708.50	84	8.43	-1258	(10,605.78)	(10,605.78)	11,314.28
Bill	04/21/2005	194046-00	Allied Electronics	Handheld Multiscope Extech Instrumen	399.00	84	4.75	-1264	(6,002.58)	(6,002.58)	6,401.58
Bill	04/29/2005	0001	Scientific Air Solutions	Microbio MB1 Testing Equipment	1,660.48	84	19.77	-1264	(24,988.62)	(24,988.62)	26,649.10
Bill	05/31/2005	0002	Scientific Air Solutions	Microbio MB1 Testing Equipment	1,663.98	84	19.81	-1265	(25,059.65)	(25,059.65)	26,723.63
Bill	07/19/2005	2005-07-19	Southern Micro Instruments	Microscope	1,837.50	84	21.88	-1267	(27,713.94)	(27,713.94)	29,551.44
Bill	08/01/2005	0004	Scientific Air Solutions	Micro 1 & Ethylene Analyzer	4,045.12	84	48.16	-1267	(61,020.33)	(61,020.33)	65,065.45
Bill	08/31/2005	0005	Scientific Air Solutions	Micro 1	360.81	84	4.30	-1268	(5,452.40)	(5,452.40)	5,813.21
Bill	09/30/2005	0006	Scientific Air Solutions	Ethylene tube, MB-1	1,662.23	84	19.79	-1269	(25,113.51)	(25,113.51)	26,775.74
Check	10/03/2005	VS DT	American AED, Inc.	Defibrillator	1,295.00	84	15.42	-1269	(19,569.52)	(19,569.52)	20,864.52
Check	10/18/2005	VS DT	Lowe's	supplies for storage facility	245.59	84	2.92	-1270	(3,707.23)	(3,707.23)	3,952.82
Bill	12/23/2005	Racking Equipment	Jeff Lemley	Racking - Fresno	0.00	84	-	-1272	-	-	-
Bill	03/30/2006	031015	Lucca Freezer & Cold Storage	Ethylene Unit	691.49	84	8.23	-1275	(10,493.25)	(10,493.25)	11,184.74
Bill	03/30/2006	031015	Martins Family Fruit Farm/Vienna Farm	Texture Unit	87.00	84	1.04	-1275	(1,326.00)	(1,326.00)	1,413.00
Bill	11/30/2006	AQL0855a & b	Aeroqual	2 Series 500UZUB Sensors	1,592.50	84	18.96	-1283	(24,325.68)	(24,325.68)	25,918.18
Bill	01/18/2007	AQL0920	Aeroqual	1 Series 100 Units	312.00	84	3.71	-1285	(4,765.87)	(4,765.87)	5,077.87
Bill	01/18/2007	AQL0920	Aeroqual	1 Series 500 Units	780.00	84	9.29	-1285	(11,933.93)	(11,933.93)	12,713.93
Bill	01/18/2007	AQL0920	Aeroqual	3 Series 100 Units	0.00	84	-	-1285	-	-	-
Bill	01/18/2007	AQL0920	Aeroqual	2 Series 500 Units	0.00	84	-	-1285	-	-	-
Bill	06/20/2007	Fliuke 199-3	Terry Woodbridge	Fliuke 199-3 Test Scope	1,941.00	84	23.11	-1290	(29,804.20)	(29,804.20)	31,745.20
				CMS Analyzer set w/Data Recorder Part # DS6405300	1,830.00						
				Aeroqual - 2 units	1,211.00						
Bill	03/11/2008	AQL1725	Aeroqual	Series 500 Handheld Unit for Richard B	780.00	84	9.29	-1298	(12,061.83)	(12,061.83)	12,841.83
Total 15050 - Warehouse Equipment					<u>41,844.81</u>						

AIROCARE, INC.  
Fixed Asset Report as YTD

Accumulated Depreciation as of 3/31/03	#####
Patent Accumulated Depreciation as of 3/31/08	130,370.47
Depreciation as of R/C/07 (IRCO Transaction)	66,199.59
Bookable Deprec as of 3/31/08	#####
Current Book Value of Assets as of 3/31/08	2,769,156.43

# AIROCARE, INC.

## Physical Inventory Worksheet

### All Transactions

Inventory	Item Description	Pref Vendor	On Hand	Physical Count
Finished Good Inventory				
AMS 3100	Gen 3 Air Purification Generator		31	
AMS 3200	Gen 3 Air Purification Generator		-11	
AMS 3300	Gen 3 Air Purification Generator		12	
AMS 3400	Gen 3 Air Purification Generator		-36	
AMS 3500	Gen 3 Air Purification Generator		75	
AMU-100	AirOcare AMS-500 Modular Air Filtration Unit		0	
CRT			-4	
DCU	Display Cabinet Unit - Air Purification Generator		-1	
ST-14	Store Air Purification Generator		-2	
ST-24	Store Air Purification Generator		-36	
TC-24			0	
TRC-24			0	
TT-24			-3	
TV-24			13	
Finished Good Inventory - Other			-24	
Finished Good Inventory - End			-1	
Parts Inventory				
Aeroqual Unit-CA	Aeroqual Unit-California		-43	
Aeroqual Unit-NC	Measuring & Monitoring Unit-North Carolina	Aeroqual	595	
Blowers-CA	Blowers-California		0	
Blowers-NC	Blowers-North Carolina		10	
Control Box	Control Box, ASM		20	
DGC PLC	DGC PLC		4	
ET-100 Power Supply	PTI ET-100 Power Supply	Plasma Tec...	1,691	
ET-250 Power Supply	PTI ET-250 Power Supply	Plasma Tec...	12	
ET-50 Power Supply	PTI ET-50 Power Supply	Plasma Tec...	91	
Filters-CA	Filters-California		0	
Filters-NC	Filters-North Carolina		280	
HFM Units-NC	HFM Units-NC		15	
Junction Box			138	
Large Cup Power Supply	PTI Large Cup Power Supply	Plasma Tec...	109	
LC Head	OZU Sensor head: 0 to 0.15 ppm O3		-10	
MB-1 Air Sampler		Scientific Air...	0	
P-101-NC	P-101-NC		14	
PLC Controllers-CA	PLC Controllers-California		-10	
PLC Controllers V120-NC	PLC Controllers V120-North Carolina		76	
PLC Controllers V280-NC	PLC Controllers V280-North Carolina		10	
Power Supply-DMR-CA	Power Supply-DMR-California		0	
Power Supply-DMR-NC	Power Supply-DMR-North Carolina		1,009	
Power Supply-SMR-CA	Power Supply-SMR-California		0	
Power Supply-SMR-NC	Power Supply-SMR-North Carolina		862	
Reaction Chamber-CA	Reaction Chamber-California		0	
Reaction Chamber-NC	Reaction Chambers-North Carolina		225	

**AIROCARE, INC.**  
**Physical Inventory Worksheet**  
All Transactions

Reaction Head-NC	Item Description	Pref Vendor	On Hand	Physical Count
Reaction Heads-CA	Reaction Heads-North Carolina		0	
Reactor - 2 cell	Reaction Heads-California		0	
Reactor - 4 cell			3	
S520 Datalogger			160	
Small Cup Power Supply			1	
Smell Free	PTI Small Cup Power Supply	Aeroqual	45	
Turbine AXC-100TP	Smell Free	Plasma Tec...	5	
TW70	Turbines AXC-100TP		42	
Parts Inventory - Other	Datalogger & Sensor		-14	
Parts Inventory - End	Parts Inventory Description	Aeroqual	5,108	



# AIROCARE, INC. Transactions by Account All Transactions

Type	Date	Num	Name	Memo	Class	Clr	Split	Amount
Bill	04/16/2009	legal retainer	McGinn Intellectual Property Law Group	legal retainer	Admin-MD	20010	Accounts Payable	500.00
Bill	09/18/2009	provisional patent	McGinn Intellectual Property Law Group	new provisional patent	Admin-MD	20010	Accounts Payable	750.00
Deposit	09/21/2009		McGinn Intellectual Property Law Group	payment by Mr. Apton towards new patent work	Admin-MD	10040	Wachovia Bank	2,500.00
Bill	10/16/2009	new action by 11/1	McGinn Intellectual Property Law Group	new action by 11/1	Admin-MD	20010	Accounts Payable	1,000.00
Bill	10/20/2009	50% retainer	James Burke, Esq.	50% retainer per agreed legal services	Admin-MD	20010	Accounts Payable	1,500.00
Total 13080 - Prepaid Expenses								6,250.00
TOTAL								6,250.00

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			Non-Purchase Money Security					
ARC, LLC 44330 Mercure Circle Suite 150 Dulles, VA 20166		-	All assets of Debtor					
			Value \$ 21,234,400.54				866,292.69	0.00
Account No.			Attempted garnishment; alleged lien on accounts, equipment, inventory					
BB&T 200 West Second Street Winston Salem, NC 27101		X -	Royalty payments due Debtor			X		
			Value \$ 148,354.87				148,354.87	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							1,014,647.56	0.00
Total (Report on Summary of Schedules)							1,014,647.56	0.00

0 continuation sheets attached

In re AIROCARE, INCCase No. 10-14519-RGMDebtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re AIROCARE, INC

Debtor

Case No. 10-14519-RGM

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts  
Owed to Governmental Units

### TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Internal Revenue Service Spec. Procedures/Support Staff P.O. Box 10025 Richmond, VA 23240-0025		-			X	X	180,000.00	0.00 180,000.00
Account No.								
Maryland SDAT 301 West Preston Street Suite 801 Baltimore, MD 21201		-				X	25.00	0.00 25.00
Account No.								
New Jersey Div. of Tax Revenue P.O. Box 261 Trenton, NJ 08646		-				X	9,457.24	0.00 9,457.24
Account No.								
Texas State Comptroller Comptroller of Public Accounts 111 East 17th Street Austin, TX 78774		-				X	2,577.96	0.00 2,577.96
Account No.								
Washington Dept. of Revenue P.O. Box 34054 Seattle, WA 98124		-				X	12,289.03	0.00 12,289.03

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

0.00  
204,349.23

Total  
(Report on Summary of Schedules)

0.00  
204,349.23

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  A-C Electric Company P.O.Box 999 Bakersfield, CA 93302	-	Trade debt			X	337.24
Account No.  Aflac Aflac Worldwide Headquarters Columbus, GA 31999	-	Premiums due			X	148.94
Account No.  Air Quality Sciences 2211 Newmarket Parkway Suite 105 Marietta, GA 30067	-	Trade debt			X	21,400.00
Account No.  Allied Electronics Accounts Receivable Department P.O. Box 2325 Fort Worth, TX 76113-2325	-	Trade debt			X	6,979.10
Subtotal (Total of this page)						28,865.28

11 continuation sheets attached

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Loss damage etc.				
Amco Insurance Co. c/o Murray M. Aron, Esquire 6770 N. West Avenue, Suite 103 Fresno, CA 93711	-					167,000.00
Account No.		Rent				
Ample Storage 120 James Jackson Avenue Cary, NC 27513	-				X	617.40
Account No.		Payroll				
Andrew Lee Yi 134 Towerview Court Cary, NC 27513	-					4,007.16
Account No.		Convertible Note				
Anthony N. Strange 413 Gaslight Terrace Henrico, VA 23229	-		X	X		Unknown
Account No.		Telephone service				
AT&T AT&T Payment Center Sacramento, CA 95887	-				X	339.74
Sheet no. <u>1</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						171,964.30

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Convertible Note				
Barry Gossett 490 South River Landing Edgewater, MD 21037	-		X	X		100,000.00
Account No.		Convertible Note				
Barry Zuckerman 16 Greenwich Park Boston, MA 02118	-					100,000.00
Account No.		Professional services				
Becker Venture Services Group 2001 Pennsylvania Avenue, NW Suite 950 Washington, DC 20006	-				X	2,705.72
Account No.						
Bruce Brightwell 1212 State Street New Albany, IN 47150	-				X	1,695.00
Account No.		Convertible Note				
Bruce F. Hillenbrand 1221 Marlin Court Marco Island, FL 34145	-		X	X		Unknown
Sheet no. <u>2</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						204,400.72

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Convertible Note				82,530.66
BSTCO 1320 East Olympic Suite 215 Los Angeles, CA 90021	-					
Account No.		Professional services			X	2,500.00
Burk & Reedy, LLP 1818 N Street, NW Washington, DC 20036	-					
Account No.		License			X	750,000.00
Carlos Lima Av. Ricardo Lyon 967 Providencia, Santiago, Chile	-		X	X	X	
Account No.		Subject to setoff.				1,530,000.00
EBY Family LLC 870 Childs Point Road Annapolis, MD 21401	X -		X	X	X	
Account No.		Convertible Note				56,570.78
Edward H. Bersoff 7710 Woodmont Avenue Apt. 1209 Bethesda, MD 20814	-					
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						2,421,601.44



In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Rent				
EMF Properties Group, LLC 120 Towerview Court Cary, NC 27513	-				X	35,868.75
Account No.		Subject to setoff.				
Erik B. Young 870 Childs Point Road Annapolis, MD 21401	X -		X	X	X	1,530,000.00
Account No.		Services				
Firebreak Partners, LLC 1061 Vista Drive Mc Lean, VA 22102	-				X	31,250.00
Account No.		Services				
Food Safety & Process Technolo 1635 Freedom Court Turlock, CA 95382	-				X	2,471.50
Account No.						
Grupo Rolo Mexico S De R.I. DE Avenida Revolucion NO 809 Jardin Espanol, Monterey Nuevo Leon, Mexico	-				X	6,629.00
Sheet no. <u>4</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						Subtotal (Total of this page)
						1,606,219.25

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Insurance				
Guardian Life Insurance Co. P.O. Box 95101 Chicago, IL 60694	-				X	390.08
Account No.		Convertible Note				
International Investments LLC 12966 Highland Oaks Court Fairfax, VA 22033	-				X	108,069.72
Account No.		Salary				
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	-				X	27,675.31
Account No.		Indemnification				
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	-		X	X	X	Unknown
Account No.		Services				
Jan-Pro Cleaning Systems 8321 Bandford Way Suite 003 Raleigh, NC 27615	-				X	145.00
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						136,280.11

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Convertible Note				
John M. Lemen 218 Van Buren Street Falls Church, VA 22046	-		X	X		Unknown
Account No.		Subject to setoff.				
Joyce D.C. Young 870 Childs Point Road Annapolis, MD 21401	X -		X	X	X	1,530,000.00
Account No.		Convettible Note				
Kevin W. Cole 1803 Pillory Drive Vienna, VA 22182	-					33,309.95
Account No.		Trade debt				
Key Electronics 2533 Centennial Blvd. Jeffersonville, IN 47130	-		X	X	X	352,779.28
Account No.		Employee Salary & Expenses				
Kirk S. Owens 118 Mendel Drive Smithfield, NC 27577	-					4,255.11
Sheet no. <u>6</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,920,344.34

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade debt				
Machine & Welding Supply Co. P.O. Box 1708 Dunn, NC 28335	-				X	676.64
Account No.		Trade debt				
McMaster-Carr Supply Co. P.O. Box 7690 Chicago, IL 60680	-				X	2,910.11
Account No.		Trade debt				
Mid-South Electronics, Inc. P.O. Box 1308 Gadsden, AL 35902	-				X	166,072.94
Account No. 1769670		Trade debt				
Mouser Electronics P.O. Box 99319 Fort Worth, TX 76199	-				X	3,624.74
Account No.		Trade debt				
Quickfire USA, LLC 1936 West Main Street Fort Wayne, IN 46808	-				X	902.00
Sheet no. <u>7</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						174,186.43

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Employee Salary & Expenses				213.10
Ralph Apton 9610 Beach Mill Road Great Falls, VA 22066	-					
Account No.		Rent				1,164.98
Regus Management Group, LLC 211 North Union Street Alexandria, VA 22314	-				X	
Account No.		Employee Salary & Expenses				675.47
Richard Blizzard 7582 Firethorn Drive Fayetteville, NC 28311	-					
Account No.		Indemnification				Unknown
Robert McDonald 427 South Fairfax Street Alexandria, VA 22314	-		X	X	X	
Account No.						5,763.86
Ronald B. Mazie 17216 Blossom View Drive Olney, MD 20832	-					
Sheet no. <u>8</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						7,817.41

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade debt				
Sayres & Associates Corp. 1201 M Street, SE Suite G50 Washington, DC 20003	-				X	2,238.07
Account No.		Trade debt				
Scientific Air Solutions 1635 Freedom Court Turlock, CA 95382	-				X	566.64
Account No.		Professional services				
Stein Sperling Bennett De Jong 25 West Middle Lane Rockville, MD 20850	-				X	1,555.00
Account No.		Employee Salary & Expenses				
Stuart Rutchik 723 Galestone Street Gaithersburg, MD 20878	-				X	20,126.80
Account No.		Employee Salary & Expenses				
Terry Woodbridge 107 Parkcanyon Lane Cary, NC 27519	-					20,041.84
Sheet no. <u>9</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						44,528.35

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade debt				
Test Equipment Corp. 1283F Mountain View Alviso Rd Sunnyvale, CA 94089	-					2,835.55
Account No.		Convertible Note				
Thomas B. Newell 9119 Mill Pond Valley Drive Mc Lean, VA 22102	-		X	X		10,000.00
Account No.		Insurance				
United Healthcare Insurance Dept. CH 10151 Palatine Palatine, IL 60055	-				X	11,453.81
Account No.		Employee vacation/bonus & benefit				
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	-				X	760.00
Account No.		Indemnification				
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	-		X	X	X	Unknown
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						25,049.36

In re AIROCARE, INCCase No. 10-14519-RGM

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Employee Salary & Expenses				
William Synder 13830 Bronco Place Germantown, MD 20874	-				X	10,079.52
Account No.		Professional services				
Wooden & McLaughlin 211 North Pennsylvania Street One Indiana Square, Suite 1800 Indianapolis, IN 46204	-					3,581.42
Account No.						
Account No.						
Account No.						
Sheet no. <u>11</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						13,660.94
						Total (Report on Summary of Schedules)
						6,754,917.93



In re      AIROCARE, INC

Case No.      10-14519-RGM

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
EMF Property Group, LLC 120 Towerview Court Cary, NC 27513	Facility lease in North Carolina
Hussman Corporation 12999 St. Charles Rock Road Bridgeton, MO 63044	Patent/Trademark License Agreement
SafeSpace, Inc. 870 Childs Point Road Annapolis, MD 21401	License Agreement
WestDulles 606 LLC 44330 Mercure Circle Suite 160 Dulles, VA 20166	Lease

In re AIROCARE, INCCase No. 10-14519-RGMDebtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	Joyce D.C. Young 870 Childs Point Road Annapolis, MD 21401
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	EBY Family LLC 870 Childs Point Road Annapolis, MD 21401
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	Erik B. Young 870 Childs Point Road Annapolis, MD 21401
Jack Prouty 309 Dawnwood Drive Edgewater, MD 21037	BB&T 200 West Second Street Winston Salem, NC 27101
Robert McDonald 427 South Fairfax Street Alexandria, VA 22314	Joyce D.C. Young 870 Childs Point Road Annapolis, MD 21401
Robert McDonald 427 South Fairfax Street Alexandria, VA 22314	EBY Family LLC 870 Childs Point Road Annapolis, MD 21401
Robert McDonald 427 South Fairfax Street Alexandria, VA 22314	Erik B. Young 870 Childs Point Road Annapolis, MD 21401
Robert McDonald 427 South Fairfax Street Alexandria, VA 22314	BB&T 200 West Second Street Winston Salem, NC 27101
Stuart Rutchik 723 Galestone Street Gaithersburg, MD 20878	BB&T 200 West Second Street Winston Salem, NC 27101
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	Joyce D.C. Young 870 Childs Point Road Annapolis, MD 21401
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	EBY Family LLC 870 Childs Point Road Annapolis, MD 21401
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	Erik B. Young 870 Childs Point Road Annapolis, MD 21401

In re AIROCARE, INC,  
Debtor

Case No. 10-14519-RGM

**SCHEDULE H - CODEBTORS**  
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
William R. Chambers 10229 Cedar Pond Drive Vienna, VA 22182	BB&T 200 West Second Street Winston Salem, NC 27101

**United States Bankruptcy Court  
Eastern District of Virginia**

In re AIROCARE, INC

Debtor(s)

Case No. 10-14519-RGM

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President/Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 35 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 14, 2010

Signature /s/ Eric Wells

Eric Wells

President/Chief Executive Officer

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.